


Exhibit A

**NOTICE OF REJECTION AND DISAPPROVAL OF
MASTER DISPOSITION AGREEMENT BY REQUIRED LENDERS**

PLEASE TAKE NOTICE that JPMorgan Chase Bank, N.A., a national association (the "Agent"), as administrative agent for lenders under the Second Amended and Restated Revolving Credit, Term Loan, and Guaranty Agreement dated as of May 9, 2008 (the "Credit Agreement"), by and among Delphi Corporation, a Delaware corporation and debtor-in-possession (the "Company"), the debtor subsidiaries of the Company, the Agent, and the lenders party thereto (the "Lenders"), the obligations under which constitute superpriority administrative expense claims under section 364(c)(1) of the Bankruptcy Code, and are secured by a perfected first priority lien on substantially all of the Company's assets (subject to certain exclusions), has been authorized and directed by certain Lenders constituting the Required Lenders (as defined in the Credit Agreement) to provide you with this Notice.

PLEASE TAKE FURTHER NOTICE that the Agent hereby notifies you that it has been advised, pursuant to the Direction to Send Notice of Required Lenders' Rejection and Disapproval of Master Disposition Agreement attached hereto as Exhibit A, that the Lenders signatory thereto reject and disapprove that certain Master Disposition Agreement, dated June 1, 2009, among the Company, GM Components Holdings, LLC, General Motors Corporation, Pamassus Holdings II, LLC and the Other Sellers and Other Buyers Party Thereto (the "MDA"), and reject and disapprove any implementation of the MDA, whether pursuant to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030), filed June 16, 2009, or pursuant to section 363 of the Bankruptcy Code (as contemplated under the MDA).

Dated: New York, New York
July 14, 2009



Susan E. Atkins
Managing Director
JPMorgan Chase Bank, N.A.

Exhibit A

July 14, 2009

To: JPMorgan Chase Bank, N.A.,
as Administrative Agent under the Credit Agreement referred to below
277 Park Avenue
New York, New York 10017

**DIRECTION TO SEND NOTICE OF
REQUIRED LENDERS' REJECTION AND
DISAPPROVAL OF MASTER DISPOSITION AGREEMENT**

We refer to the Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated as of May 9, 2008, entered into by Delphi Corporation ("Delphi"), the subsidiaries of the Borrower named therein, the Lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the "Administrative Agent") (as such agreement has been and may be amended, modified or supplemented from time to time, the "Credit Agreement"). Capitalized terms used herein that are not otherwise defined herein have the meanings ascribed to them in the Credit Agreement.

We, as Lenders holding Tranche A Loans and LC Exposure and a portion of the Tranche B Loan representing in the aggregate in excess of 50% of the sum of the Tranche A Total Commitment Usage and the principal amount of the Tranche B Loan outstanding as of the date hereof, and therefore, the Required Lenders, hereby authorize and direct you, the Administrative Agent, to send, on July 14, 2009, notice to Delphi of the undersigned Lenders' rejection and disapproval of that certain Master Disposition Agreement, dated June 1, 2009, among Delphi, GM Components Holdings, LLC, General Motors Corporation, Parnassus Holdings II, LLC and the Other Sellers and Other Buyers Party Thereto (the "MDA"), and rejection and disapproval of any implementation of the MDA, whether pursuant to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) [Docket No. 17030], filed June 16, 2009, or pursuant to section 363 of the Bankruptcy Code (as contemplated under the MDA).

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

By **Manchester Securities Corp.**

Name:

Title:



Elliot Greenberg, Vice President

[Direction to Send Notice of Rejection and Disapproval of MDA]

15178882.2

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

~~Springfield Associates, LLC~~

By: ~~Elliott Associates, L.P.~~, as managing member

By: ~~Elliott Capital Advisors, L.P.~~, as general partner

By: ~~Elliot Associates, Inc.~~, as general partner

Name:

Title:

By:


Elliot Greenberg, Vice President

By:

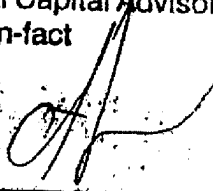
Name:

Title:

KENSINGTON INTERNATIONAL LIMITED

By: Elliott International Capital Advisors Inc.
as attorney-in-fact

By:


Elliot Greenberg, Vice-President

[Direction to Send Notice of Rejection and Disapproval of MDA]

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

Black Diamond Offshore Ltd.

By: Carlson Capital, L.P., its investment advisor

By: 

Name: Stanton Ray

Title: Portfolio Manager

By: _____

Name: _____

Title: _____

[Direction to Reject and Disapprove of MDA]

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

Double Black Diamond Offshore Ltd.

By: Carlson Capital, L.P., its investment
advisor

By: 

Name: Stanton Ray

Title: Portfolio Manager

By: _____

Name: _____

Title: _____

[Direction to Reject and Disapprove of MDA]

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

**GREYWOLF CAPITAL OVERSEAS
MASTER FUND**

BY: Greywolf Capital Management LP,
Its Investment Manager

By: *Robert Miller*

Name: ROBERT MILLER

Title: AUTHORIZED SIGNATORY

[Direction to Send Notice of Rejection and Disapproval of MDA]

15178822

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender:

**GREYWOLF CAPITAL PARTNERS II
LP**

BY: Greywolf Advisors LLC,
Its General Partner

By: 

Name: ROBERT MILLER

Title: AUTHORIZED SIGNATORY

[Direction to Send Notice of Rejection and Disapproval of MDA]

15178832.2

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

MONARCH MASTER FUNDING LTD
BY: Monarch Alternative Capital LP
Its: Advisor

By: 

Name: Andrew Herenstein
Title: Managing Principal

By: _____

Name:
Title:

[Direction to Reject and Disapprove of MDA]

We, as a Lender, hereby confirm and agree to the directions and instructions to the Administrative Agent set forth in this Direction.

Name of Lender: SPCP Group LLC

By:  AS
Name: Michael Gatto
Title: Authorized Person

By: _____
Name:
Title:

[Direction to Reject and Disapprove of MDA]